

# **Exhibit B**

UNITED STATES DISTRICT COURT  
DISTRICT OF DELAWARE

MAGTEN ASSET MANAGEMENT CORPORATION :  
and LAW DEBENTURE TRUST COMPANY OF NEW :  
YORK, :  
 :  
Plaintiffs, : C.A. No. 04-1494-JJF

v. :

NORTHWESTERN CORPORATION, :  
 :  
Defendant. :

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MAGTEN ASSET MANAGEMENT CORPORATION, :  
 :  
Plaintiff, :  
 :  
v. : C.A. No. 04-1256-JJF  
PAUL HASTINGS JANOFSKY & WALKER LLP, :  
 :  
Defendant. :

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MAGTEN ASSET MANAGEMENT CORPORATION, :  
 :  
Plaintiff, :  
 :  
v. : C.A. No. 05-0499-JJF  
MIKE J. HANSON & ERNIE J. KINDT, :  
 :  
Defendants. :

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**DEFENDANT NORTHWESTERN CORPORATION'S  
MOTION FOR A PROTECTIVE ORDER**

NorthWestern Corporation ("NorthWestern"), defendant in the above-captioned action styled *Magten Asset Management Corp. et al. v. NorthWestern Corp.*, C.A. 04-1494-JJF, by and through its counsel, Greenberg Traurig, LLP and Curtis, Mallet-Prevost, Colt & Mosle

LLP, hereby moves, pursuant to Rule 26(c) of the Federal Rules of Civil Procedure, for a Protective Order limiting discovery in connection with the above-captioned actions, for the reasons set forth in NorthWestern's Memorandum of Law and accompanying Affidavit of Joseph D. Pizzurro, both filed contemporaneously herewith.

Dated: Wilmington, Delaware  
February 2, 2006

**GREENBERG TRAURIG, LLP**

By : /s/ Victoria W. Counihan  
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-and-

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